ENGIE BRASIL ENERGIA S.A.

A PUBLICLY LISTED COMPANY – CNPJ 02.474.103/0001-19

NIRE 4230002438-4

MATERIAL FACT

Information relative to the Annual General Meeting

ENGIE Brasil Energia S.A. ("EBE" or "Company"), pursuant to Article 157, Paragraph 4 of Law 6,404/76 and pursuant to CVM Instruction 358/02, announces to its shareholders and to the market at large the following information with respect to the Annual General Meeting ("AGM"), to be held on April 28, 2020 at 10:30 a.m. at the headquarters of the Company.

Since the outset of the new coronavirus pandemic (Covid-19), the Company's management has been monitoring closely the developments of events and the measures being taken by the government authorities for combating the crisis.

Since there is still a degree of uncertainty as to the outcome of the crisis and its impacts on the Brazilian economy, the power generation sector and on the Company in particular and in view of the new facts arising since the AGM's convening date, management has begun to examine alternatives relating specifically to the allocation of the net income for fiscal year 2019. Such alternatives encompass both maintaining the substantial pay out of profits for the period in the form of dividends while at the same time ensuring the preservation of the Company's cash position and the realization of investments proposed in the corporate business plan.

Consequently, as of today, the Board of Directors, supported by a favorable opinion from the Fiscal Council, has approved the allocation of net income with respect to fiscal year 2019, to be submitted to the shareholders at the AGM: (i) shall continue to contemplate the distribution of dividends in the amount of R$ 893,399,909.16 (eight hundred and ninety-three million, three hundred and ninety-nine thousand, nine hundred and nine Reais and sixteen centavos) and interest on shareholders' equity in the amount of R$ 354,000,000.00 (three hundred and fifty-four million Reais), corresponding to 56.8% of the net income for fiscal year 2019; and (ii) retain the remaining balance in the amount of R$ 949,743,683.28 (nine hundred and forty-nine million, seven hundred and forty-three thousand, six hundred and eighty-three Reais and twenty-eight centavos), based on the capital budget to be submitted for the decision of the shareholders at the AGM, this amount to contribute to the resources allocated for direct investment in the

maintenance of the generating complex and investments in new projects as shown in the capital budget proposal, instead of distributing as complementary dividends.

Shareholders may find attachments to this material fact copies (i) of the capital budget, incorporating all the sources of proposed resources and investments of capital (Attachment 1); and (ii) of Attachment 9-1-II to CVM Instruction 481/09, containing information relevant to the allocation of the net income for fiscal year 2019 reflecting the terms described herein (Attachment 2).

The Company requests shareholders carefully consider the terms described herein and the information in Attachments 1 and 2 when exercising their voting rights with respect to the information in item (ii) of the AGM. The remaining information in the management proposal to the AGM, announced on March 27, 2020, can be found in the Brazilian Securities and Exchange Commission's IPE System and in the Company's Investor Relations website.

The Company further informs that the Shareholders wishing to exercise their remote voting rights may submit or resubmit the respective remote voting ballot in the manner described in the AGM convening documents by April 22, 2020.

Again, in the context of the coronavirus pandemic (Covid-19), the Company shall exceptionally permit shareholders to follow AGM remotely, pursuant to CVM Instruction 481/2009.

Shareholders that may wish to follow the AGM remotely should submit a request for the access login by e-mail ri.brenergia@engie.com. The request should be made with prior notice of at least 48 hours (forty-eight) before the AGM is to take place and include an e-mail address through which the shareholder will receive instructions with respect to the AGM, to be accompanied by documents necessary for taking part in the Meeting as per the convening notice to the AGM. The Company points out that shareholders not submitting this request and documents necessary for participation in the meeting within the cited term will be unable to follow the AGM on a remote basis.

Individualized invitations for following the AGM remotely will be sent to the e-mail indicated in the request together with the other instructions for access, only one individual invitation per shareholder being sent. Shareholders shall agree: (i) to use the individual invitations solely and exclusively for following the AGM remotely; (ii) not to transfer or disclose individual invitations to third parties, whether shareholder or otherwise, the invitation being non-transferable and (iii) not to record or reproduce, all or partially, nor

transfer to any third party, shareholder or otherwise, the content or any other information transmitted by virtual means during the holding of the AGM.

The Company is not responsible for connection problems which shareholders may encounter and other situations beyond the Company's control, such as instability of the internet connection or incompatibility of the shareholder's electronic equipment with the electronic platform to be used for following the AGM.

The Company points out that a public consultation is being made by the Brazilian Securities and Exchange Commission for the adoption of standards establishing new rules with respect to the use of electronic means for holding general shareholders' meetings. Should these standards be published prior to the AGM, the Company will examine the convenience of revising and adjusting procedures described herein maintaining shareholders duly informed in this respect.

Florianópolis, April 16, 2020.

Eduardo Antonio Gori Sattamini
Chief Executive and Investor Relations Officer

Attachment 1 – CAPITAL BUDGET

(In thousands of Reais)	To be realized			
Sources of resources	**2020**	**2021**	**2022**	**Total**
Retained earnings for fiscal year 2019 (Article 196 to the Corporate Law.)	949,744	-	-	949,744
Third party capital and internal cash generation	3,762,794	2,181,404	246,787	6,190,985
Total for sources	**4,712,538**	**2,181,404**	**246,787**	**7,140,729**
Investments				
Pampa Sul Thermoelectric Power Plant	197,701	-	-	197,701
Campo Largo Wind Complex – Phase II	1,027,054	327,124	-	1,354,178
Gralha Azul Transmission System	942,810	645,312	49,458	1,637,580
Novo Estado Transmission System	2,251,559	1,051,378	-	3,302,937
Modernization of Salto Osório	92,228	9,621	99	101,948
Maintenance of the generating complex	201,186	147,969	197,230	546,385
Total of investments	**4,712,538**	**2,181,404**	**246,787**	**7,140,729**

Attachment 2 – PROPOSAL FOR ALLOCATION OF PROFITS

Article 9 to ICVM 481/09 – Sole paragraph, Sub-item II – Proposal for allocation of net profit for the fiscal year containing at least the information indicated in Attachment 9-1-II to ICVM 481/09:

Allocation of annual net profit

1) Inform the fiscal year's net profit	R$ 2,310 million (controlling company)
2.a) Inform the global amount of dividends, including previously disclosed interim dividends and interest on shareholders' equity (IoSE)	R$ 1,247 million [1]
2.b) Inform the dividends per share, including previously disclosed interim dividends and IoSE.	R$ 1.5288117415 per common share
3) Inform the percentage of annual net profit to be paid out.	Equals to 56.8% of the adjusted net profit [2]
4) Inform the global amount and the amount per share of dividends paid out from previous years' profits	Not applicable.
5) Inform, ex- early dividends and interest on shareholders' equity already declared:	
a) The gross amount of dividends and IoSE, broken down by share type and class	Not applicable.
b) Manner and term of payment of dividends and IoSE	Not applicable.
c) Any restatement of, or interest on, dividends and IoSE	Not applicable.
d) Announcement date of dividends and interest on shareholders' equity payout for the purposes of determining shareholders entitled to receive them	Not applicable.

[1] The global amount of dividends, of R$ 1,247 million, includes (i) the amounts of R$ 893 million and R$ 354 million related to interim dividends and interest on shareholders' equity, respectively, as per item 6 "a". The global amount of dividends, therefore, equals 56.8% of adjusted net profits.

[2] Adjusted Net Profit is the fiscal year's net profit minus Legal Reserves and Tax Incentives, adjusted at realized equity value adjustment (cost assigned to fixed assets as per the guidelines provided in CPC 27 and ICPC 10) and unclaimed dividends and interest on shareholders' equity, booked in the "Accumulated Profits" account".

6) Should there have been announced dividends or interest on shareholders' equity based on semi-annual balance sheets or those for shorter periods.	
a) Inform the amount of previously disclosed dividends and interest on shareholders' equity	R$ 893 million in interim dividends and R$ 354 million in interest on shareholders' equity
b) Inform the date of the respective payments.	Payout of interim dividends began on January 29, 2020 and payout of IoSE will be defined at the General Shareholders Meeting
7) Provide a comparative table indicating the following amounts broken down by share type and class:	
a) Annual net profit and for the 3 previous fiscal years.	2019 = R$ 2.8310418867 2018 = R$ 2.8364772872 2017 = R$ 2.4553787762[3]
b) Dividend and interest on shareholders' equity paid out over the last 3 fiscal years.	2019 = R$ 1.5288117415 2018 = R$ 2.7851510063[4] 2017 = R$ 3.0642635985
8) If profits are allocated to required reserves.	
a) Identify the amount allocated to the required reserve	R$ 115 million.
b) Detail calculations of the required reserves	Equal to 5% of the fiscal year's net profit.
9) If the company has preferred shares entitled to minimum fixed dividends'.	Not applicable.

[3] Due to the increased number of shares in 2018 arising from the 163,185,548 bonus common shares to shareholders, "Basic and diluted earnings per share – in R$" for 2017, for the Controlling Shareholder and Consolidated, has been restated to consider the number of common shares of the Company as of December 31, 2018 – 815,927,740.

[4] Dividends and interest on shareholders' equity per common share (in Brazilian Reais) were calculated in light of the existing number of shares on December 31, 2018.

10) Concerning mandatory dividends	
a) Describe calculations as prescribed in the Bylaws	The company's bylaws provide that distribution of a dividend of at least 30% (thirty percent) of the legally adjusted net profit is mandatory each year, and the allocation of the full result for the fiscal year must be submitted for resolution of the Annual General Meeting. - The Company shall prepare semi-annual balance sheets and the Board of Directors may, at its discretion, declare interim dividends based thereon. - The Company may prepare balance sheets and distribute interim dividends at shorter periods, provided that the total dividends paid out in each half of the fiscal year do not exceed the amount of capital reserves mentioned in Paragraph 1, Article 182 of Law 6,404 of December 15, 1976. - The Board of Directors may announce interim dividends against the retained earnings or profit reserves accounts booked in the latest annual or semiannual balance sheet. - By resolution of the Board of Directors, the Company may credit or pay interest on shareholders' equity (IoSE) in accordance with the applicable legislation. The amounts paid or credited by the Company as IoSE may be considered for the purposes of mandatory dividends in accordance with the legislation. - Statute of limitations on claims on dividends shall run in three (03) years. Dividends not claimed in a timely manner shall revert to the Company.
b) Inform whether it is being paid in full.	Yes
c) Inform any retained amounts.	Not applicable.

11) In case of mandatory dividends have been retained due to the Company's financial situation	
a) Inform the amount retained	Not applicable.
b) Describe the Company's financial situation in detail, including aspects related to liquidity analysis, working capital and positive cash flows.	Not applicable.

c) Justify retaining the dividends	Not applicable.

12) In the event of profits allocated to contingency reserves	
a) Identify the amount allocated to reserves	Not applicable.
b) Identify the loss deemed probable and its cause	Not applicable.
c) Explain why the loss has been deemed probable	Not applicable.
d) Justify constitution of the reserves	Not applicable.

13) In the event of profits allocated to unrealized profit reserves	
a) Inform the amount allocated to unrealized profit reserves	Not applicable.
b) Inform the nature of the unrealized profits originating the reserve	Not applicable.

14) In the event of profits allocated to statutory reserves	
a) Describe the statutory clauses establishing the reserves	Not applicable.
b) Identify the amount allocated to the reserves	Not applicable.
c) Describe calculation of the amount	Not applicable.

15) In the event of profits retained pursuant to capital budgets	
a) Identify the amount retained	R$ 950 million
b) Provide a copy of the capital budget	Presented in the Attachment I of this Material Fact

16) In the event of profits allocated to tax incentives reserves	
a) Inform the amount allocated to reserves	R$ 28 million
b) Explain the nature of the allocation	The reserve is formed by allocation a portion of the fiscal year's profits equivalent to the tax benefit granted by the Amazon Development Agency (Sudam) and the Northeast Development Agency (Sudene). The benefit corresponds to a 75% reduction in income tax owed on profits from activities of the Plants that have been granted the benefit - Ponte de Pedra and São Salvador HPP, based on Article 626 of Decree 9,580 / 2018, as shown below:

	R$ million
Exploration income	**176**
Nominal income tax (15%)	26
Income tax surcharge	12
Calculated income tax	**38**
Tax benefit (%)	75%
Tax benefit	**28**

17) In the event of profits allocated to equity capital increases	
a) Inform the amount of increase	Not applicable.
b) Inform the amount of the new equity capital	Not applicable.
c) Inform whether new shares have been issued	Not applicable.
d) Provide a detailed explanation of the reasons for the equity capital increase	Not applicable.